

**Amendments to the Claims:**

The following listing of claims will replace all previous versions and listings of claims.

1. (Currently Amended): A process for making a noise absorber carpet comprised of a fabric layer portion and a resinous backing layer portion, comprising the substantially concurrent steps of:

(A) forming spikes on a resinous backing layer portion extending from one face thereof by pressing a softened resinous backing material against a backing roll having spike depressions;

(B) perforating the resinous backing layer portion to form noise absorbing perforations therein by pressing a perforation roll having perforation pins against the resinous backing layer on the backing roll; ~~and~~

(C) press bonding the perforated resinous backing layer portion with a fabric layer portion; and

(D) maintaining the backing roll at a temperature of about 10 to 50 degrees Celsius to cool and harden the perforations and fix the shape thereof.

2-4. (Cancelled).

5. (Previously presented): The process of claim 1 wherein the step of forming the resinous backing layer portion comprises the step of forming the resinous backing layer portion with a plurality of backing layers.

6. (Currently amended): A system for making a noise absorber carpet comprised of a fabric layer portion and a resinous backing layer portion, the system comprising: a fabric feeder roll for feeding a continuous roll of fabric to a carpet take up roll, a backing roll downstream of the feeder roll for receiving a continuous sheet of soft resinous backing material and rotating the resinous backing material to the roll of fabric, at least one resin feeder for feeding the sheet of resinous backing material onto the backing roll, ~~and~~ a perforation roll having perforation pins for perforating the resinous backing material on the backing roll, and means for maintaining the backing roll at a temperature of about 10 to 50 degrees Celsius.

7. (Original): The system of claim 6, wherein said at least one resin feeder comprises two resin feeders.

8. (Original): The system of claim 6 or 7, wherein said backing roll is provided with spike depressions thereon.

9. (Original): The system of claim 6, wherein said at least one resin feeder feeds a resinous backing material containing continuous open cells.

10. (Currently amended): A system for making a noise absorber carpet having a fabric layer portion and a resinous backing layer portion, comprising:

(A) a fabric feeder roll for feeding a continuous roll of fabric to a carpet take up roll;

(B) a backing roll having perforation pins, the backing roll between the feeder roll and the take up roll for press bonding a perforated resinous backing material to the fabric; ~~and~~

(C) at least one resin feeder which feeds ~~a~~ the resinous backing material in a sheet form onto the backing roll; and

(D) means for maintaining the backing roll at a temperature of about 10 to 50 degrees Celsius.

11. (Original): The system of claim 10, wherein said at least one resin feeder comprises two resin feeders.

12. (Original): The system of claim 10 or 11, wherein said backing roll is provided with spike depressions thereon.

13. (Original): The system of claim 10, wherein said at least one resin feeder feeds a resinous backing material containing continuous open cells.